

**A RESOLUTION OF THE REGIONAL PLANNING COMMISSION
OF THE COUNTY OF LOS ANGELES
RELATING TO THE APPROVAL OF
DEVELOPMENT AGREEMENT NO. 200700001
PROJECT NO. TR068565-(3)**

WHEREAS, Article 2.5 of Chapter 4 of Division 1 of Title 7 of the Government Code of the State of California (commencing with Section 65864) authorizes the County of Los Angeles ("County") to enter into a development agreement with any person having a legal or equitable interest in real property for the development of that property; and

WHEREAS, the applicant Universal City Studios LLC ("Applicant"), proposes a multi-use development on an existing 296 acres less annexations (3 acres) from the County to the City of Los Angeles ("City") plus detachments (30 acres) from the City to the County, for a net 27 acres from the City to the County for a total of approximately 323 acres within County jurisdiction ("Project Site"). A total of 2,433,000 square feet of gross new development less 544,460 square feet of demolition for a total of 1,888,540 square feet of net new development for seven land uses including Studio (257,949 square feet), Studio Office (334,774 square feet), Office (495,406 square feet), Hotel (500 rooms / 450,000 square feet), Entertainment (337,895 square feet), Entertainment Retail (63,116 square feet), and Amphitheater (-50,600 square feet), is collectively referred to as the "Project"; and

WHEREAS, the Applicant has requested approval of Development Agreement No. 200700001, which sets forth public benefits to the County and the vested rights of the Applicant; and

WHEREAS, the Regional Planning Commission of the County has conducted a public hearing in the matter of Development Agreement No. 200700001 on February 27, 2013; and

WHEREAS, the Regional Planning Commission ("Commission") finds as follows:

1. The Project Site located within the unincorporated community of Universal City in the County and within the City, is bounded by Lankershim Boulevard to the west, Hollywood Freeway (U.S. 101) to the south, Barham Boulevard and the Hollywood Manor residences to the east, and the Los Angeles River Flood Control Channel to the north. Approximately 296 acres are located within the County area and the remaining 95 acres are located within the City.
2. Regional access to the Project Site is provided by the U.S. 101 and State Route 134 freeways, which are located to the south and to the north respectively. Public access from the west to the Project Site is provided through Lankershim Boulevard at Universal Hollywood Drive and from the south through the Universal Studios Boulevard entrance at Buddy Holly Drive and the Hollywood Freeway. The primary pedestrian access is provided from Lankershim Boulevard at Universal Hollywood Drive across from the Universal City Metro Redline station.
3. Development Agreement No. 200700001 ("Development Agreement") is a request to authorize a development agreement between the County and Property Owner for 25 years.

4. General Plan Amendment No. 200700001 is a related request to change 296 acres from I (Major Industrial) and C (Major Commercial) Categories to SP Category (Specific Plan); and to pre-designate the approximately 30-acre portion of the Project Site that is located within the City as Regional Center Commercial, Community Commercial, Minimum Residential, Medium Residential, and Open Space designations pursuant to the City's General Plan, to SP Category (Specific Plan), so that upon approval of the detachment of the incorporated portions of the Project Site from the City (30 acres) to the County, and annexation of the unincorporated portions of the Project Site from the County (3 acres) to the City, a community plan designation consistent with the remainder of the Project Site will be in place for the subject property (27 net additional acres to the County).
5. Specific Plan No. 200700001 is a related request to guide the continued development of a multi-use project in the proposed SP (Specific Plan) zone.
6. Zone Change No. 200700001 is a related request to amend the 296-acre portion of the Project Site that is located within the County from M-1.5 (Restricted Heavy Manufacturing), to SP (Specific Plan); and to pre-zone as SP (Specific Plan) the approximately 30-acre portion of the Project Site that is located within the City currently zoned [Q]C2-1-SN under the City of Los Angeles Zoning Ordinance, so that upon approval of the detachment of the incorporated portions of the Project Site from the City (30 acres) to the County, and annexation of unincorporated portions of the Project Site from the County (3 acres) to the City, a zoning classification consistent with the remainder of the Project Site will be in place for the subject property (27 net additional acres to the County).
7. Approval of the Specific Plan and Development Agreement and consideration of the EIR will not become effective unless and until the Los Angeles County Board of Supervisors ("Board") has approved the proposed General Plan Amendment and adopted an ordinance effecting the proposed Zone Change, and such ordinance has become effective.
8. The Project Site is approximately 323 gross acres in size, irregular in shape and characterized with variable topography consisting of generally level terrain to the north and west, increasing slope to the east, and a hilltop mesa to the center and southerly portions. The subject property is currently developed with studio and office uses on the flatter portions of the site with retail and theme park uses generally on the higher hill top area of the site.
9. Surrounding land uses within a 500-foot radius of the Project Site to the north are the Los Angeles River Flood Control Channel, Lakeside Country Club and golf course and Toluca Estates residential area. Barham Boulevard, single-family residences and commercial uses are located to the east and Hollywood (U.S. 101) freeway and commercial and multifamily uses are located to the south. Land uses to the west include Lankershim Boulevard, the Universal City Metro Redline station, Park-and-Ride facilities, Campo Cahuenga historic site, and multi-family residential.
10. Approximately 296 acres of the subject property are zoned M-1.5 (Restricted Heavy Manufacturing), and approximately 30 acres, which are located within the

City of Los Angeles, are zoned [Q]C2-1-SN pursuant to the City of Los Angeles Planning and Zoning Code. The Commission has recommended that the Board approve Zone Change Case No. 200700001 to change the zoning of the subject property to SP (Specific Plan). Upon approval of the detachment of the incorporated portion of the Project Site from the City to the County (30 acres), and annexation of the unincorporated portion of the Project Site from the County to the City (3 acres), a zoning designation consistent with the remainder of the Project Site will be in place for the subject property (27 net additional acres to the County).

11. Properties adjacent to the Universal City property are located within the City and subject to the city's applicable zoning as follows: properties to the north of the Project Site are zoned A1-1XL (Agriculture), R1-1 (One-Family), C2-1VL (Commercial), OS-1XL (Open Space), [Q]C2-1-SN (Commercial); properties to the east are zoned R-1-1 (One-Family) and [Q]C2-1-SN (Commercial); properties to the south are zoned C2-1VL (Commercial) and [Q]C2-1-SN; and properties to the west are zoned R1-1 (One-Family), R4-IL (Multiple Dwelling), C2-IVL (Commercial) and [Q]C2-1-CDO (Commercial).
12. The conceptual site plan included in the Specific Plan generally depicts existing and proposed office, studio, and studio office uses on the lower, flat portions of the Project Site located to the north and west. Existing and proposed uses such as Entertainment including Theme Park, Entertainment Retail including CityWalk, and Hotel are located in the elevated center and south portions of the Project Site. The Backlot area including Outdoor Sets and warehouse is located on the easterly portion of the Project Site. The Universal Studios Tram Tour traverses locations throughout the property. Primary vehicular access to the Project Site will be provided by Lankershim Boulevard at Universal Hollywood Drive and Universal Studios Boulevard at the Hollywood Freeway and Buddy Holly Drive. Additional limited employee and service access is provided through five additional controlled access gates, four located off of Lankershim Boulevard from the west and one off of Barham Boulevard through Lakeside Plaza Drive from the northeast. Pedestrian access is depicted in the Specific Plan Circulation Plan along Universal Hollywood Drive from Lankershim Boulevard from the west side of the subject property and along Universal Studios Boulevard from Cahuenga Boulevard West from the south of the Project Site.
13. The Project is consistent with the proposed Development Agreement requirements of California Government Code Title 7, Division 1, Chapter 4, Article 2.5, Sections 65864 through 65869.5 and Los Angeles County Zoning Ordinance Title 22 Chapter 22.16, Part 4, which establish the authority and guidelines for preparation, adoption, and implementation of development agreements. In accordance with the Government Code and County Zoning Ordinance provisions, the Development Agreement is proposed to be adopted by ordinance.
14. The Development Agreement is consistent with the goals and policies of the General Plan and consistent with the requirements of the Specific Plan. The Development Agreement will provide for public benefits such as, but not limited to funding bike plan planning and construction along the Los Angeles River adjacent to the Project Site and additional funding for regional bikeway planning located nearby along the Los Angeles River, other neighborhood and transportation

improvements beyond required mitigation measures, and set removals and landscaping that would not otherwise be required so as to further ensure the project's compatibility with adjacent residences. The Development Agreement will also ensure vested rights to the Applicant in developing the Project Site.

15. The Development Agreement complies with zoning and other applicable ordinances and regulations.
16. The Development Agreement is consistent with the public convenience, general welfare, and good land use practice, making it in the public interest to enter into the Development Agreement with the Applicant.
17. The requested Development Agreement is necessary to provide public benefits to the County and vested rights to the property owner, which rights are in addition to those required or provided by the subject entitlements described above.
18. The technical and engineering aspects of the Project have been resolved to the satisfaction of the Los Angeles County Department of Public Works, Fire, Parks and Recreation, Public Health, Sheriff, and Regional Planning.
19. Compatibility with surrounding land uses will be ensured through the related General Plan Amendment to Specific Plan, Zone Change to Specific Plan, and associated Specific Plan and Mitigation Monitoring and Reporting Program.
20. The Development Agreement will not adversely affect the health, peace, comfort, or welfare of persons residing or working in the surrounding area, will not be materially detrimental to the use, enjoyment, or valuation of property of other persons located in the vicinity of the Project Site, and will not jeopardize, endanger, or otherwise constitute a menace to the public health, safety, or general welfare.
21. The recommended Development Agreement is needed in order to fulfill and implement public benefits to the County and provide vested rights to the Applicant which are in addition to any public benefits to the County and vested rights to the Applicant provided by the above described entitlements.
22. The Development Agreement is appropriate and proper because the location of certain provisions proposed efficiently utilize existing infrastructure and services, as the sites are compatible with surrounding uses, and will support State and County efforts to decrease air pollution and contribute to the conservation of energy.
23. Modified conditions of the Project Site and surrounding community warrant a Development Agreement. The Project's location within an urbanized area, surrounded by residential and supporting commercial uses and proximity to well developed transit corridors, makes the Project Site ideal for redevelopment, intensifying its designation as a regional employment center for the media and entertainment industry while remaining sensitive to community stakeholders. The public benefits described in the Development Agreement would support surrounding neighbors with tangible means to further limit any remaining impacts from the Project and improve public amenities located near the Project Site.

24. Approval of the proposed Development Agreement is in the best interest of the public health, safety and general welfare, as the area contains sufficient infrastructure and facilities to accommodate the additional Development Agreement provisions. The subject property is adjacent to certain public right-of-ways that are included in long term City and County bicycle plans.
25. The applicant has satisfied the "Burden of Proof" for the requested Development Agreement.
26. During the February 27, 2013 public hearing, the Regional Planning Commission ("Commission") heard a presentation from staff and testimony from the applicant and members of the public. Commissioners Helsley, Valadez, Modugno, Louie, and Pedersen were present. The applicant's representatives, Corinne Verdery and George Mhlsten testified in favor of the Project.
27. Two (2) of the applicant's representatives and thirty-two (32) other persons testified in favor of the Project and five (5) persons testified with concerns regarding the project.
28. Twenty (20) phone calls were received from members of the public. Phone calls were primarily inquiries regarding posting of notices on the site and questions about the scope of the Project.
29. Staff has received 115 written comments during the noticing period. All but three written comments indicated support for the Project due to job creation and economic impact, media and entertainment industry synergy, growth, and investment, elimination of residential component, perceived consensus among stakeholders, promoting the region, expansion of amusement park, tourism and tax revenues, and provision of bicycle amenities. Of the three comments in opposition to the Project, one indicated concerns regarding remaining significant and unavoidable impacts and the request to downsize the Project so no significant and unavoidable impacts remain, the second requested additional light, sound, and visual mitigations for the neighborhood located across Lankershim Boulevard to the west, and a third had concerns about increased truck traffic and EIR adequacy.
30. A duly noticed public hearing was held on February 27, 2013 before the Regional Planning Commission. Commissioners Helsley, Valadez, Modugno, Louie, and Pedersen were present. The Commission adopted 10 proposed changes to the Specific Plan including two items in Section 6 Design Standards for Buildings and Other Structures, two items in Section 14.H Design Standards for Permanent Parking Facilities, one item in Section 15 Lighting Regulations, four items in Section 16 Sound Attenuation Regulations, and one item in Section 19 Administration; and one proposed change to the Development Agreement as itemized in the letter to the Commission dated February 21, 2013. The Commission expressed appreciation to staff and the applicant's team for addressing community concerns prior to the hearing and working out mitigation measures, Specific Plan provisions, and Development Agreement terms favorable to protecting neighborhoods surrounding the Project Site. The Commission unanimously voted to recommend consideration of the Final EIR to the Board of Supervisors, adopt the Mitigation Monitoring and Reporting Program, California Environmental Quality

Act Findings of Fact, and Statement of Overriding Considerations, and adopt resolutions recommending approval of the subject Specific Plan as amended, Plan Amendment, Zone Change, and Development Agreement as amended.

31. By memorandum of understanding, the City as Lead Agency and the County as Responsible Agency jointly prepared an EIR, and the City of Los Angeles as Lead Agency certified the Final EIR SCH No. 2007071036 on November 14, 2012.
32. An Initial Study was prepared for this Project by the City of Los Angeles as Lead Agency in compliance with the California Environmental Quality Act (Public Resources Code Section 21000 et. seq.) ("CEQA"), the State CEQA Guidelines, and the City's CEQA Guidelines. The Initial Study identified potentially significant effects on the environment. Based on the Initial Study, a Draft EIR was prepared for this Project. The public comment period for the Draft EIR began on November 4, 2010 and ended on February 04, 2011 (93 days). After the public comment period ended, a Final EIR was prepared with response to comments received during the public comment period. Mitigation measures are necessary in order to ensure the proposed Project will not have a significant effect on the environment, and such measures have been included in the County's Mitigation Monitoring and Reporting Program ("MMRP").
33. A joint-jurisdiction public meeting with the City of Los Angeles Department of City Planning was held on December 13, 2010, by the County's Hearing Examiner and the City's Hearing Officer at the Universal City Hilton Hotel located on 555 Universal Hollywood Drive, Universal City. Public testimony was taken on the Draft EIR during public circulation of the Draft EIR. Representatives from the Departments of Regional Planning, the City of Los Angeles Department of City Planning, and the project applicant's team were present. A total of approximately 480 members of the public attended and approximately 80 people testified on the Draft EIR. Testimony on items of concern included potential Project impacts such as increased traffic, noise, night lighting and lit signage, bike-ability of the site and surrounding area, adequacy of mitigation measures and timing of them, community capacity for build-out of the Project, and scale and intensity of the original project (subsequently scaled down prior to certification of the EIR).
34. As identified in the Draft EIR, after implementation of the project design features and required mitigation measures, the Project would result in the following significant and unavoidable impacts to the environment:
 - Traffic/Access-Traffic/Circulation (Operational: Intersections, Freeway Segments, Neighborhood Intrusion, Site Access; Supplemental Caltrans Analysis: Weaving)
 - Noise (Construction and Demolition)
 - Air Quality (Construction: Regional Construction and Localized Construction; Operational: Regional Operations, Localized Operations, Concurrent Construction and Operations)
 - Solid Waste (Operational: Landfill Capacity)
35. The City as Lead Agency determined that Alternative 10 is the environmentally superior alternative and it is being adopted as the project. In accordance with the CEQA Guidelines requirement to identify an environmentally superior alternative other than the No Project Alternative, a comparative evaluation of the remaining

alternatives in the Draft EIR and Final EIR indicates that Alternative 10 would be the environmentally superior alternative.

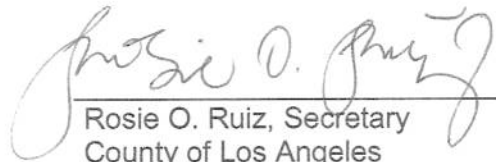
36. The Commission considered the environmental effects of the Project as shown in the EIR certified by the City on November 14, 2012. Based on its consideration of the attached EIR, and on the basis of the whole record before the Commission, the Commission finds that, except for impacts related to traffic (during operations and cumulative conditions), noise (during construction and cumulative conditions), air quality (during construction, operations, and cumulative conditions), and solid waste (during operations and cumulative conditions), changes or alterations have been required in, and incorporated into, the Project that would avoid or substantially lessen the significant environmental effects identified in the EIR. For those impacts that cannot be avoided or mitigated to a level of less than significant, the Commission finds that substantial benefits resulting from the implementation of the Project outweigh the Project's unavoidable adverse effects on traffic, noise, air quality, and solid waste.
37. The Commission finds that a Mitigation Monitoring and Reporting Program ("MMRP"), consistent with the conclusions and recommendations of the EIR, was prepared and that its requirements are incorporated into the provisions of the Specific Plan and Development Agreement.
38. The MMRP, prepared in conjunction with the EIR, identified in detail how compliance with its measures will mitigate or avoid potential adverse impacts to the environment by the Project with the exception of the significant and unavoidable impacts related to traffic, noise, air quality, and solid waste.
39. The Commission finds that designating the portion of the Project Site currently located within the City and proposed to be detached therefrom as SP is necessary in order to maintain consistency with the general plan and to implement the Project, subject to the approval by the Local Agency Formation Commission of the detachment of such portion from the City to the unincorporated County area. In addition, the Commission finds that such action is required by the Cortese-Knox-Hertzberg Local Government Reorganization Act of 2000 as a condition precedent to filing any annexation and detachment requests to the Local Agency Formation Commission.

NOW, THEREFORE BE IT RESOLVED that the Regional Planning Commission recommends to the Board of Supervisors of the County of Los Angeles:

1. Hold a public hearing to consider General Plan Amendment No. 200700001, Zone Change No. 200700001, Specific Plan No. 200700001, Development Agreement No. 200700001, and Final EIR SCH No. 2007071036;
2. Consider the certified Final EIR completed in compliance with the California Environmental Quality Act and the State and Lead Agency guidelines related thereto and reflects the independent judgment of the Board of Supervisors;

3. Find that the Board has reviewed and considered the information contained in the Final Environmental Impact Report prior to approving the proposed plan amendment;
4. Determine that the significant adverse effects of the Project, as described in the Final EIR, have either been reduced to an acceptable level or are outweighed by specific social, economic, legal, technological or other considerations of the project as stated in the attached CEQA Findings of Fact and Statement of Overriding Considerations for the project, which findings and statement are incorporated herein by reference;
5. Approve and adopt the Mitigation Monitoring and Reporting Program for the Project, included with the Final EIR and as modified to County format and implementation procedures, and pursuant to Section 21081.6 of the Public Resources Code, find that the Mitigation Monitoring and Reporting Program as modified by the County is adequately designed to ensure compliance with the mitigation measures during project implementation;
6. Find that the recommended Development Agreement is consistent with the goals, policies and programs of the Los Angeles County General Plan and consistent with the requirements of the proposed Specific Plan; and therefore
7. Adopt the recommended Development Agreement No. 200700001 as depicted on exhibits attached hereto and described herein above.

I hereby certify that the foregoing was adopted by a majority of the voting members of the Regional Planning Commission of the County of Los Angeles on February 27, 2013.



Rosie O. Ruiz, Secretary
County of Los Angeles
Regional Planning Commission

VOTE: 5-0

Concurring: Helsley, Valadez, Modugno, Louie, Pedersen

Dissenting: None

Abstaining: None

Absent: None

Action Date: February 27, 2013

SZD:KKS
2/28/13

ORDINANCE NO. _____

An ordinance approving a Development Agreement pursuant to Section 65868 of the Government Code and Section 22.16.450 of Title 22 of the County Code.

The Board of Supervisors of the County of Los Angeles ordains as follows:

SECTION 1. The Board of Supervisors hereby approves Development Agreement No. _____, a copy of which is attached.